



CORPORATION SERVICE COMPANY

RECORDATION NO. 26404 FILED

JUN 20 '06

4-10 PM

SURFACE TRANSPORTATION BOARD



June 19, 2006

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
Barbara.saddler@stb.dot.gov

RE: 186116/005

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of May 5, 2006 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **HALLIBURTON ENERGY SERVICES, INC.**
1015 Bois D' Arc, Duncan, OK 73534

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.** and Lessee: **HALLIBURTON ENERGY SERVICES, INC.**
Covering 15- 3,000 C.F. covered hopper car with gravity gates and round hatches (86753/86767) INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty-four dollars (\$34.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 x 3753.

Thank you for your prompt assistance.

Sincerely,

Beth Poani
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 5th day of May, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and HALLIBURTON ENERGY SERVICES, INC., a Delaware corporation, with an address at 1015 Bois D'Arc, Duncan, OK 73534 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of May 5, 2006 covering the equipment listed on Schedule A hereto (the "Equipment")

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor within the scope of my authority and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: William P. O'Brien
Name: William P. O'Brien
Title: Vice President

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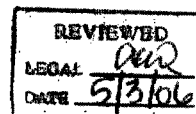
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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee within the scope of my authority and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

HALLIBURTON ENERGY SERVICES, INC.

By: Thomas M. Roth
Name: THOMAS M. ROTH
Title: VICE PRESIDENT



Schedule A

Number of Cars

Equipment Description

15 3,000 C.F. covered hopper car with gravity gates and round hatches

1	CEFX	86753
2	CEFX	86754
3	CEFX	86755
4	CEFX	86756
5	CEFX	86757
6	CEFX	86758
7	CEFX	86759
8	CEFX	86760
9	CEFX	86761
10	CEFX	86762
11	CEFX	86763
12	CEFX	86764
13	CEFX	86765
14	CEFX	86766
15	CEFX	86767